

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Great White Bear, LLC,

Plaintiff,

-against-

Mervyns, LLC,

Defendant.

06 Civ. 13358 (RMB)(FM)

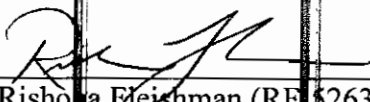
**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Rishona Fleishman, a member in good standing of the bar of this Court, hereby move for an Order admitting Karen G. Johnson-McKewan, Esq. of Orrick, Herrington & Sutcliffe LLP, pro hac vice to the United States District Court for the Southern District of New York, so as to allow her to appear as counsel for the Defendant Mervyn's, LLC in the above-captioned action.

Karen G. Johnson-McKewan is a member in good standing of the Bar of the State of California. There are no pending disciplinary proceedings against Karen G. Johnson-McKewan in any State or Federal court.

Dated: New York, New York
January 5, 2007

Respectfully Submitted,


Rishona Fleishman (RF 5263)
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103-0001
Tel: (212) 506-5000
Fax: (212) 506-5151
Attorney for Defendant
Mervyn's, LLC

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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06 Civ. 13358 (RMB)(FM)

**AFFIDAVIT OF RISHONA FLEISHMAN
IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

RISHONA FLEISHMAN, being duly sworn, deposes and says:

1. I am an associate at Orrick, Herrington & Sutcliffe LLP, counsel for Defendant Mervyn's LLC in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Karen G. Johnson-McKewan as counsel pro hac vice to represent Defendant in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in January 2001. I am also admitted to the bar of the United States District Court of the Southern District of New York, and am in good standing with this Court.

3. Ms. Johnson-McKewan is a partner of the firm Orrick, Herrington & Sutcliffe LLP in San Francisco, California. She has been admitted to practice before the Supreme Court of California. A Certificate of Good Standing, issued by the Clerk of the Supreme Court of California on December 28, 2006 is annexed hereto as Exhibit A.

4. Ms. Johnson-McKewan is a skilled attorney. She is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure.

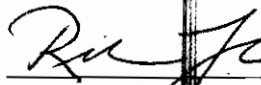
5. Accordingly, I am please to move the admission of Karen G. Johnson-McKewan, pro hac vice.

6. I respectfully submit a proposed order granting the admission of Karen G. Johnson-McKewan, pro hac vice, is attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Karen G. Johnson-McKewan, pro hac vice, to represent Defendant Mervyn's LLC in the above-captioned matter, be granted.

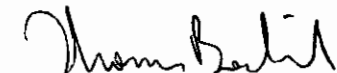
Dated: January 5, 2007
New York, New York

Respectfully Submitted,



Rishona Fleishman (RF-5263)
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103
Tel: (212) 506-5000
Fax: (212) 506-5151
Attorney for Defendant Mervyn's, LLC

Sworn to before me this
24th day of January 2007


Notary Public

THOMAS BACKIEL
Notary Public, State of New York
No. 01BA6083754
Qualified in Queens County
Commission Expires Nov. 25, 2010



THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

December 28, 2006

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, KAREN G. JOHNSON-MCKEWAN, #121570 was admitted to the practice of law in this state by the Supreme Court of California on December 10, 1985; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

J. Robert McPhail
Custodian of Membership Records

UNITED STATES DISTRICT COURT
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Plaintiff,

-against-

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**ORDER FOR ADMISSION
PRO HAC VICE ON WRITTEN MOTION**

Upon the motion of Rishona Fleishman, attorney for Defendant Mervyn's, LLC and said sponsor attorney's affidavit in support:

IT IS HEREBY ORDERED that

Karen G. Johnson-McKewan
Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
Tel: 415-773-5700
Fax: 415- 773-5759
Kjohnson-mckewan@orrick.com

is admitted to practice pro hac vice as counsel for Defendant Mervyn's LLC in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: January __, 2007
New York, New York

Hon. Richard M. Berman
United States District Judge

DECLARATION OF SERVICE

I, RISHONA FLEISHMAN, hereby declare that I am over eighteen years of age, not a party to this action; and I am employed by Orrick, Herrington & Sutcliffe LLP, 666 Fifth Avenue, New York, New York 10103.

On January 24, 2007, I caused to be served by First Class Mail on counsel for Complainant a true and correct copy of the foregoing Motion to Admit Counsel Pro Hac Vice addressed as follows:

Philip A. Byler, Esq.
Nesenoff & Miltenberg, LLP
363 Seventh Avenue
New York, New York 10001

Executed on January 24, 2007 at New York, New York.

I declare under penalty of perjury that the foregoing is true and correct.


RISHONA FLEISHMAN